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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Jenscare Scientific Co., Ltd., you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**Jenscare Scientific Co., Ltd.**  
**寧波健世科技股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock code: 9877)**

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;  
(2) PROPOSED ADJUSTMENTS TO THE EMPLOYEE INCENTIVE PLANS;  
(3) PROPOSED AUTHORIZATION TO THE BOARD AS DELEGATEE FOR  
HANDLING MATTERS RELATING TO THE EMPLOYEE INCENTIVE PLANS  
AND  
(4) NOTICE OF THE THIRD EGM**

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A notice convening the Third EGM of the Company to be held at Meeting Room, 3/F, Block 5, B Area, No. 777 Binhai 4th Road, Hangzhou Bay New Area, Ningbo, Zhejiang Province, PRC on Friday, December 23, 2022 at 2:00 p.m. is set out on pages 20 to 21 of this circular.

A form of proxy for use at the Third EGM is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.jenscare.com](http://www.jenscare.com)). If you are not able to attend the Third EGM, please complete and return the form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the Third EGM or any adjournment thereof, and deposit it together with the notarized power of attorney or other document of authorization to (i) the Company's headquarters in the PRC at Block 5, B Area, No. 777 Binhai 4th Road, Hangzhou Bay New Area, Ningbo, Zhejiang Province, PRC (for holders of Unlisted Shares); or (ii) the H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares).

Completion and return of the form of proxy will not preclude you from attending and voting at the Third EGM should you so wish and in such event, the proxy shall be deemed to be revoked.

December 7, 2022

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Articles of Association”	The Articles of Association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors of the Company
“Company” or “Jenscare Scientific”	Jenscare Scientific Co., Ltd. (寧波健世科技股份有限公司), and where necessary, its predecessor Ningbo Jenscare Biotechnology Co., Ltd. (寧波健世生物科技有限公司)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) in the share capital of our Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi and are unlisted Shares which are currently not listed or traded in any stock exchange
“Employee Incentive Platform(s)”	Hainan Maidi, Hainan Hualing or any one of them
“Employee Incentive Platforms Executors”	the general partners of the Employee Incentive Platform(s)
“Employee Incentive Plan(s)”	the Original Employee Incentive Plans and the Proposed Adjustments
“Hainan Hualing”	Hainan Hualing Investment L.P. (Limited Partnership) (海南華翎投資合夥企業(有限合夥))
“Hainan Maidi”	Hainan Maidi Enterprise Management L.P. (Limited Partnership) (海南脈迪企業管理合夥企業(有限合夥)) (formerly known as Ningbo Maidi Enterprise Management L.P. (Limited Partnership) (寧波脈迪企業管理合夥企業(有限合夥)))
“H Share(s)”	overseas listed foreign invested ordinary share(s) in the ordinary share capital of our Company, with a nominal value of RMB1.00 each, which are listed and traded on the Stock Exchange

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## DEFINITIONS

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“Incentive Awards”	incentive awards for the right to acquire partnership interests corresponding to underlying shares of the Employee Incentive Platform(s) of a certain amount granted by the Company to Participants at certain prices and with conditions which are subject to corresponding restrictions in disposal and repurchase and indirectly correspond to a certain amount of underlying shares of the Company
“Jenscare Scientific Member Entities”	Jenscare Scientific Co., Ltd. and its wholly-owned/holding/investee subsidiaries and the branches of the aforementioned entities
“Latest Practicable Date”	December 7, 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	October 10, 2022, on which the H Shares were listed and from which dealings therein were permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on Stock Exchange (as amended, supplemented or otherwise modified from time to time)
“Misconduct”	participants who: (i) severely violate the regulations of the Jenscare Scientific Member Entities and the Employee Incentive Platforms; (ii) severely commit misconduct and jobbery which resulted to material damage to the Jenscare Scientific Member Entities and the Employee Incentive Platforms; (iii) severely violate the competition restriction agreement, confidentiality agreement and other agreement entered with the Jenscare Member Entities or other improper competing activities resulted to material damage to the Jenscare Scientific Member Entities and the Employee Incentive Platforms; and (iv) are prosecuted for criminal liabilities
“Ningbo Kefeng”	Ningbo Kefeng Investment Management L.P. (Limited Partnership) (寧波鈞豐投資管理合夥企業(有限合夥)), a limited partnership established in the PRC which is indirectly controlled by Mr. LV Shiwen, an executive director of the Company, who controls its sole general partner

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## DEFINITIONS

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“Ningbo Linfeng”	Ningbo Linfeng Biotechnology Co., Ltd. (寧波麟澧生物科技有限公司), a limited company established in the PRC which is a non-wholly owned subsidiary of Shanghai Shidi
“Ningbo Mukang”	Ningbo Mukang Venture Capital Partnership (Limited Partnership) (寧波沐康創業投資合夥企業(有限合夥)), formerly known as Ningbo Mukang Investment Management Partnership (Limited Partnership) (寧波沐康投資管理合夥企業(有限合夥)), a limited partnership established in the PRC which is indirectly controlled by Mr. LV Shiwen, an executive director of the Company, who controls its sole general partner
“Ningbo Sangdi”	Ningbo Sangdi Investment Management L.P. (Limited Partnership) (寧波桑迪投資管理合夥企業(有限合夥)), one of the ESOP Platforms established in the PRC which is indirectly controlled by Mr. LV Shiwen, an executive director of the Company, who controls its sole general partner
“Original Employee Incentive Plan (Hualing)”	the Employee Incentive Plan of Jenscare Scientific Co., Ltd. (Hainan Hualing) considered and approved by the shareholders’ general meeting on April 27, 2021
“Original Employee Incentive Plan (Maidi)”	The Employee Incentive Plan of Ningbo Jenscare Biotechnology Co., Ltd. (Ningbo Maidi) considered and approved by Board of Directors on October 30, 2020
“Original Employee Incentive Plans”	Refers to the Original Employee Incentive Plan (Maidi) and the Original Employee Incentive Plan (Hualing), collectively
“Original Incentive Award Grant Agreement”	the Incentive Award grant document entered into between Participants and the Company and/or the Employee Incentive Platforms
“Participant(s)”	personnel(s) who obtain(s) Partnership Interests pursuant to the Employee Incentive Plans
“Partnership Interest(s)”	the partnership interest(s) of the Employee Incentive Platform(s) held by participants after being granted Restricted Partnership Interests through which such participants are indirectly entitled to corresponding underlying shares in the Company

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## DEFINITIONS

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“PRC”	the People’s Republic of China
“Proposed Adjustments”	the proposed adjustments for the Employee Incentive Plans of Jenscare Scientific Co., Ltd.
“Proposed Amendments”	the proposed amendments to the Articles of Association of the Company
“Proposed Authorization”	the proposed authorization to the Board as delegatee for handling matters relating to the Employee Incentive Plans
“Restricted Partnership Interest(s)”	partnership interest of a certain amount granted by the Company to participants of the Employee Incentive Platform(s) at certain prices and with conditions which are subject to corresponding restrictions in disposal and repurchase and indirectly correspond to a certain amount of underlying shares of the Company
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (as amended, supplemented or otherwise modified from time to time)
“Shanghai Shidi”	Shanghai Shidi Industrial Development Co., Ltd. (上海仕地實業發展有限公司), formerly known as Shanghai Shidi Investment Management Co., Ltd. (上海仕地投資管理有限公司), a limited company established in the PRC which is wholly owned by Ms. LI Hui
“Shareholder(s)”	the holder(s) of the H Share(s) and the Unlisted Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buybacks issued by the Securities and Futures Commission of Hong Kong, as amended and supplemented from time to time
“Third Extraordinary General Meeting” or “Third EGM”	the third extraordinary general meeting of the Company to be held at Meeting Room, 3/F, Block 5, B Area, No. 777 Binhai 4th Road, Hangzhou Bay New Area, Ningbo, Zhejiang Province, PRC on Friday, December 23, 2022 at 2:00 p.m. or any adjournment thereof, the notice of which is set out on pages 20 to 21 of this circular

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## DEFINITIONS

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“United States” or “U.S.”	United States of America
“Unlisted Foreign Share(s)”	ordinary share(s) issued by our Company, with a nominal value of RMB1.00 each, which are subscribed for and paid for in currency other than RMB by foreign investors and are not listed on any stock exchange
“Unlisted Share(s)”	Domestic Shares and Unlisted Foreign Shares
“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent.

In this circular, the terms “close associate(s)”, “core connected person(s)”, “controlling shareholder(s)”, “subsidiary/subsidiaries” and “substantial shareholder(s)” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

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## LETTER FROM THE BOARD

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### Jenscare Scientific Co., Ltd. 寧波健世科技股份有限公司

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock code: 9877)**

*Executive Directors:*

Mr. LV Shiwen

Mr. PAN Fei

*Non-executive Directors:*

Mr. TAN Ching

Mr. ZHENG Jiaqi

Ms. XIE Youpei

Mr. CHEN Xinxing

*Independent Non-executive Directors:*

Dr. LIN Shoukang

Ms. DU Jiliu

Dr. MEI Lehe

*Registered office, headquarters and*

*principal place of business in the PRC:*

Block 5, B Area

No. 777 Binhai 4<sup>th</sup> Road

Hangzhou Bay New Area

Ningbo, Zhejiang Province

PRC

*Principal place of business in*

*Hong Kong:*

40/F, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

December 7, 2022

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;  
(2) PROPOSED ADJUSTMENTS TO THE EMPLOYEE INCENTIVE PLANS;  
(3) PROPOSED AUTHORIZATION TO THE BOARD AS DELEGATEE FOR  
HANDLING MATTERS RELATING TO THE EMPLOYEE INCENTIVE PLANS;  
AND  
(4) NOTICE OF THE THIRD EGM**

#### INTRODUCTION

Reference is made to the announcement of the Company dated December 2, 2022. The purpose of this circular is to provide Shareholders with the notice of the Third EGM and the following proposals to be put forward at the Third EGM for the approval by the Shareholders: (i) the Proposed Amendments; (ii) the Proposed Adjustments; and (iii) the Proposed Authorization.



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## LETTER FROM THE BOARD

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### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Proposed Amendments are proposed and subject to the approval of the Shareholders by way of a special resolution at the Third EGM. The adoption is proposed in order to update the names of certain shareholders of the Company set out in Article 3.5 of the Articles of Association.

Details of the Proposed Amendments are set forth in Appendix I to this circular.

### **PROPOSED ADJUSTMENTS TO THE EMPLOYEE INCENTIVE PLANS OF THE COMPANY**

An ordinary resolution will be proposed to consider and approve the Proposed Adjustments at the Third EGM.

In order to further establish and improve the Company's long-term incentive mechanism, attract and retain talents, fully mobilize the enthusiasm of the Company's employees, effectively link the interests of Shareholders, the Company and core personnel and increase their awareness of the Company's long-term development, the Board proposes to make the Proposed Adjustments to the Employee Incentive Plans.

Details of the Proposed Adjustments are set forth in Appendix II to this circular.

### **PROPOSED AUTHORIZATION TO THE BOARD AS DELEGATEE FOR HANDLING MATTERS RELATING TO THE EMPLOYEE INCENTIVE PLANS**

An ordinary resolution will be proposed to consider and approve the Proposed Authorization to the Board to fully handle matters related to the Employee Incentive Plans of the Company at the Third EGM.

In order to ensure the smooth implementation of the Employee Incentive Plans (including the Proposed Adjustments) as set out in this circular, the Board proposes at the Third EGM to authorize the Board as a delegatee for handling matters relating to the Employee Incentive Plans within the scope of relevant laws and regulations of the PRC, including, among other matters:

- a. to deal with matters relating to the release of Restricted Partnership Interests of the Participants including but not limited to the review and confirmation of the conditions of release of Restricted Partnership Interests and the amount of Restricted Partnership Interests to be released;

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## LETTER FROM THE BOARD

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- b. to handle matters related to the alteration and termination of the Restricted Partnership Interests in accordance with the requirements under the Employee Incentive Plans, including but not limited to buying back or appointing a third party to acquire the Restricted Partnership Interests of Participants;
- c. to determine matters such as the Participants, the number and the date of grant, the grant price and the release arrangements for the reserved Restricted Partnership Interests under the Employee Incentive Plans;
- d. to adjust the grant number and/or price of Restricted Partnership Interests accordingly in the event of any conversion of capital reserve into share capital, distribution of stock dividends, share subdivision or reduction of share capital, allotment of shares by the Company;
- e. to amend the Employee Incentive Plans as appropriate (provided that if such amendments are subject to approval by the Shareholders' general meeting or/and the relevant regulatory authority as provided by laws, rules, regulations, normative documents, the relevant regulatory requirements of the place where the Company's shares are listed or the Articles of Association, such amendments made by the Board must be approved accordingly);
- f. to adjust the relevant content of the Employee Incentive Plans in accordance with such amendments as the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China and other laws, rules, regulations, normative documents and relevant regulatory requirements of the place where the Company's shares are listed may require;
- g. to explain the Employee Incentive Plans and resolve any conflicts and disputes arising from or in connection with the Employee Incentive Plans;
- h. to appoint relevant professional parties as needed for the implementation of the Employee Incentive Plans;
- i. to carry out such other matters as necessary for the implementation of the Employee Incentive Plans, except for rights expressly required to be exercised by the Shareholders' general meetings and may not be delegated;
- k. proposing at the Shareholders' general meetings of the Company to authorize the Board to (i) go through matters relating to the Employee Incentive Plans with the relevant governments and institutions for their consideration and approval, registration, filing, approval and consent; (ii) sign, execute, amend and complete the documents submitted to the relevant governments, institutions, organizations and individuals; and (iii) do all such acts they deem as necessary, appropriate or suitable in relation to the Employee Incentive Plans;

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## LETTER FROM THE BOARD

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- l. proposing at the Shareholders' general meetings of the Company to agree that the authorization granted to the Board as delegatee shall remain valid so long as the Employee Incentive Plans or the authorization under the resolution has not been terminated or modified in accordance with laws, regulations, rules, normative documents and relevant regulatory requirements of the place where the Company's shares are listed and/or by resolutions of the Shareholders' general meetings;
- m. among the above-mentioned authorizations, except for such matters expressly required to be passed by a resolution of the Board as required by the laws, rules, regulations, normative documents, relevant regulatory requirements of the place where the Company's shares are listed, the Employee Incentive Plans or the Articles of Association, other matters shall be proposed at the Shareholders' general meeting of the Company to grant authorization to the Board and exercised by the Chairman of the Company or an appropriate person authorized by him/her after further authorization by the Board.

The aforementioned authorization to the Board as the delegatee shall remain valid as long as the Employee Incentive Plans or the Proposed Authorization has not been terminated or modified.

### NOTICE OF EXTRAORDINARY GENERAL MEETING

Set out on pages 20 to 21 of this circular is the notice of the Third EGM at which, *inter alia*, (i) special resolutions will be proposed to Shareholders to consider and approve the proposed adoption of the Amended and Restated Articles of Association; and (ii) ordinary resolutions will be proposed to Shareholders to consider and approve the Proposed Adjustments and the Proposed Authorization.

### FORM OF PROXY

A form of proxy for use at the Third EGM is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.jenscare.com](http://www.jenscare.com)). If you are not able to attend the Third EGM, please complete and return the form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the Third EGM or any adjournment thereof, and deposit it together with the notarized power of attorney or other document of authorization to (i) the Company's headquarters in the PRC at Block 5, B Area, No. 777 Binhai 4th Road, Hangzhou Bay New Area, Ningbo, Zhejiang Province, PRC (for holders of Unlisted Shares); or (ii) the H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares).

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## LETTER FROM THE BOARD

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Completion and return of the form of proxy will not preclude you from attending and voting at the Third EGM should you so wish and in such event, the proxy shall be deemed to be revoked.

### VOTING BY WAY OF POLL

Pursuant to Article 8.18 of the Articles of Association, at any general meeting a resolution put to the vote of the meeting shall be decided by shows of hands unless a poll is demanded by law, administrative regulations or the listing rules of the exchange where the Company's Shares are listed. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As the proposed resolutions do not relate purely to a procedural or administrative matter, accordingly, each of the resolutions set out in the notice of Third EGM will be taken by way of poll.

On a poll, every shareholder present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. A shareholder entitled to more than one vote is under no obligation to cast all his votes in the same way.

### ABSTENTION

Mr. LV Shiwen, an executive director and one of the controlling shareholders of the Company, is a Participant under the Employee Incentive Plans. Further, pursuant to a concert party agreement dated March 16, 2021, Mr. LV Shiwen and Ms. LI Hui have been acting in concert in the management and operation of the Company, its subsidiaries, and any predecessors of the same since January 1, 2018. As of the Latest Practicable Date, Mr. LV Shiwen controls the general partner of each of Ningbo Sangdi, Ningbo Mukang, Ningbo Kefeng and Hainan Maidu, namely, Ningbo Dixiang Venture Capital Co., Ltd. (寧波迪翔創業投資有限公司). Ningbo Linfeng is owned as to 65% by Shanghai Shidi, which in turn is wholly-owned by Ms. LI Hui.

Further, Mr. PAN Fei, an executive director of the Company, is a Participant under the Employee Incentive Plans. The general partner of Hainan Hualing, Hainan Yize Medical Technology Co., Limited (海南一則醫療科技有限公司) is owned as to 99% by Mr. PAN Fei.

As a result of the above, each of Mr. LV Shiwen, Ningbo Sangdi, Ningbo Mukang, Ningbo Kefeng, Hainan Maidu, Shanghai Shidi, Ningbo Linfeng and Hainan Hualing will be required to abstain from voting on the second and third resolutions proposed at the Third EGM concerning (i) the proposal in relation to the Proposed Adjustments to the Employee Incentive Plans and (ii) the proposal in relation to the Proposed Authorization to the Board as delegatee for handling matters relating to the Employee Incentive Plans.

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## LETTER FROM THE BOARD

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Save as disclosed above, no Shareholder indicated its intention to or was required under the Listing Rules to vote against or abstain from voting on any resolutions proposed at the Third EGM.

### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

### RECOMMENDATION

The Directors consider that the proposed resolutions set out in this circular including the Proposed Amendments to the Articles of Association, the Proposed Adjustments to the Employee Incentive Plans of the Company and the Proposed Authorization to the Board as delegatee for handling matters relating to the Employee Incentive Plans are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders (except the shareholders that are required to abstain from voting) to vote in favor of all the resolutions to be proposed at the Third EGM.

### GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

In case of any inconsistency between the Chinese version and the English version of this circular, notice and the form of proxy contained herein, the English version shall prevail.

Yours faithfully  
By order of the Board  
**Jenscare Scientific Co., Ltd.**  
**Mr. LV Shiwen**  
*Chairman and Executive Director*

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APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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Details of the Proposed Amendments to be made to the Articles of Association are set out as follows:

I. Article 3.5 be revised as follows:

A total of 360,000,000 ordinary shares were issued to the promoters upon incorporation of the Company, all of which were subscribed for and held by those promoters. The name of each of the promoters of the Company, number of Shares subscribed, means of capital contributions and time of capital contributions are as follows:

No.	Name of Shareholders	Number of Shares subscribed (0'000)	Means of capital contributions	Time of capital contributions
1	Ningbo Sangdi Investment Management L.P. (Limited Partnership)	3,093.4440	By conversion of net assets into Shares	February 28, 2021
2	Shanghai Shidi Investment Management Co., Ltd. <b><u>Shanghai Shidi Industrial Development Co., Ltd.</u></b>	3,936.8160	By conversion of net assets into Shares	February 28, 2021
3	Ningbo Linfeng Biotechnology Co., Ltd.	2,110.8600	By conversion of net assets into Shares	February 28, 2021
4	WU Danke	350.4960	By conversion of net assets into Shares	February 28, 2021
5	LV Shiwen	3,925.5840	By conversion of net assets into Shares	February 28, 2021
6	Ningbo Mukang Venture Capital Partnership (Limited Partnership) <b><u>Ningbo Mukang Venture Capital Partnership (Limited Partnership)</u></b>	2,589.0840	By conversion of net assets into Shares	February 28, 2021
7	Ningbo Kefeng Investment Management L.P. (Limited Partnership)	1,299.8160	By conversion of net assets into Shares	February 28, 2021
8	Hangzhou Chende Investment L.P. (Limited Partnership)	1,093.5720	By conversion of net assets into Shares	February 28, 2021
9	Suzhou Chenzhide Investment L.P. (Limited Partnership)	1,418.0400	By conversion of net assets into Shares	February 28, 2021

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APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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No.	Name of Shareholders	Number of Shares subscribed (0'000)	Means of capital contributions	Time of capital contributions
10	Hangzhou Proxima Innovative Investment L.P. (Limited Partnership)	595.8720	By conversion of net assets into Shares	February 28, 2021
11	MA Ji	249.9840	By conversion of net assets into Shares	February 28, 2021
12	<del>Hainan Maidi Enterprise Management L.P. (Limited Partnership)</del> <b><u>Hainan Maidi Enterprise Management L.P. (Limited Partnership)</u></b>	4,123.6200	By conversion of net assets into Shares	February 28, 2021
13	Suzhou Proxima Venture Investment L.P. (Limited Partnership)	374.0400	By conversion of net assets into Shares	February 28, 2021
14	GP Healthcare Equity Investment L.P. (Limited Partnership)	374.0400	By conversion of net assets into Shares	February 28, 2021
15	Tianjin Fanchuan Management Consulting L.P. (Limited Partnership)	922.1760	By conversion of net assets into Shares	February 28, 2021
16	Beijing PICC Healthcare Investment Fund, L.P.	799.9920	By conversion of net assets into Shares	February 28, 2021
17	Zhuhai Yuheng Equity Investment L.P. (Limited Partnership)	1,861.8120	By conversion of net assets into Shares	February 28, 2021
18	Shanghai Changxiang Medical Technology Center (Limited Partnership)	290.9160	By conversion of net assets into Shares	February 28, 2021
19	Qiushixingde (Tianjin) Investment Center (Limited Partnership)	1,440.000	By conversion of net assets into Shares	February 28, 2021
20	China Life Chengda (Shanghai) Healthcare Equity Investment Center (Limited Partnership)	1,309.1040	By conversion of net assets into Shares	February 28, 2021
21	Tianjin Fanshi Management Consulting L.P. (Limited Partnership)	306.1800	By conversion of net assets into Shares	February 28, 2021

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**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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<b>No.</b>	<b>Name of Shareholders</b>	<b>Number of Shares subscribed (0'000)</b>	<b>Means of capital contributions</b>	<b>Time of capital contributions</b>
22	CICC Pucheng Investment Co., Ltd.	261.8280	By conversion of net assets into Shares	February 28, 2021
23	Hainan Hualing Investment L.P. (Limited Partnership)	3,272.7240	By conversion of net assets into Shares	February 28, 2021
	Total	<u>36,000</u>		



## THE OBJECTIVE OF THE ORIGINAL EMPLOYEE INCENTIVE PLANS

In order to enhance the clarity and stability of the Company's equity and to comply with relevant laws and regulations and the review requirements of regulatory authorities, and further improve the implementation effect of the Employee Incentive Plans, the Adjustment Proposal has made some amendments and integration to the Original Employee Incentive Plans.

## ADMINISTRATIVE BODY OF THE EMPLOYEE INCENTIVE PLANS

As the highest authority of the Company, the Shareholders' general meeting shall be responsible for the review, approval, adjustment, change and termination of the Employee Incentive Plans. In accordance with laws and regulations and regulatory requirements in the place where the H Shares are listed, the Shareholders' general meeting may, within the scope of its authority, authorize the Board as delegatee to handle all matters relating to the Employee Incentive Plans. The Board shall be an administrative body of the execution of the Employee Incentive Plans and be responsible for the implementation of the Employee Incentive Plans. The Board grants the chairman of the Board (the "**Chairman**") the power to formulate and implement specific distribution plans based on the Employee Incentive Plans.

The independent non-executive Directors shall be responsible for overseeing the implementation of the Employee Incentive Plans. Employee Incentive Platform Executors shall be responsible for the unconditional implementation of the relevant matters related to the change, transfer and management of the shares corresponding to the Incentive Shares that have been granted to the Participants.

## METHOD OF INCENTIVE

The nature of Restricted Partnership Interests issued under the Original Employee Incentive Plans shall remain unchanged. The Incentive Awards already granted and the reserved incentive awards shall be substituted with Restricted Partnership Interests from the Employee Incentive Plans at the ratio of 1:1. The Incentive Awards for which the relevant Participants have yet to be determined shall be issued to the Participants by way of Restricted Partnership Interests according to the Employee Incentive Plans.

The Employee Incentive Plans do not constitute a share option scheme under Chapter 17 of the Hong Kong Listing Rules.

## SPECIFIC ARRANGEMENTS OF THE EMPLOYEE INCENTIVE PLANS

### 1. Date of grant

The date of grant of the Restricted Partnership Interests and Incentive Awards granted before the implementation of the Adjustment Proposal shall be the date of the original incentive award grant agreement(s) signed between the Company and/or the Employee Incentive Platforms and the relevant Participants (the "**Original Incentive Award Grant Agreement(s)**"); upon the implementation of the Adjustment Proposal, the date of grant of the Restricted Partnership Interests transferred from the reserved

Incentive Awards in plan and the new issued Restricted Partnership Interests shall be the date of the reserved Incentive Awards in plan being issued and the date of grant recorded in the relevant Original Incentive Award Grant Agreements signed by the Company and/or the Employee Incentive Platforms, respectively.

**2. Purchase Price**

The purchase price and payment of the Restricted Partnership Interests subscribed by Participants shall be executed pursuant to the exercise price of Incentive Awards under the Original Employee Incentive Plans.

**3. Method of Shareholding**

For the Restricted Partnership Interests granted to the Participants, the Participants directly or indirectly hold the corresponding Partnership Interests in the Employee Incentive Platforms and undergo business registration.

**4. Release Arrangement<sup>1</sup>**

The Participants shall commit to a continuous full-time service not less than 60 months in Jenscare Scientific Member Entities from the date on which the first employment contract was entered into between each of the Participants and such member entities<sup>2</sup>. The Restricted Partnership Interests granted to the Participants under the Employee Incentive Plans shall be released in four stages according to the following arrangement:

(1) Hainan Maidi

Stage	Lock-up Period Arrangement	Release Arrangement
The first service period	12/24 months from the date of grant <sup>3</sup>	100% of the granted partnership interests restricted
The second service period	12 months since the expiration of the first service period	25% of the granted partnership interests released from the day after the expiration of the first service period, 75% restricted

<sup>1</sup> The lock-up period clause under the Employee Incentive Plan shall not apply to the partnership interests granted to Mr. LV Shiwen, the Chairman of the Board, under the Employee Incentive Plan, nor will such shares be regarded as Restricted Partnership Interests. However, Mr. LV Shiwen shall continue to comply with the relevant laws and regulations, the listing rules of the place where the Company's shares are listed and the requirements of the securities regulatory authorities in respect of the incentive shares granted to him.

<sup>2</sup> In the case where a Participant is re-employed after resignation from the Jenscare Scientific Member Entities, the service period shall be calculated from the date of signing the employment contract with the member entity of the Company; if the re-employment occurs immediately after the resignation and does not cause an interruption in service, it shall not be regarded as a re-employment.

<sup>3</sup> Whether the lock-up period arrangement is 12 months or 24 months from the date of grant shall be subject to the relevant agreements previously entered into between the Participants and the Company and/or Employee Incentive Platforms.

Stage	Lock-up Period Arrangement	Release Arrangement
The third service period	12 months since the expiration of the second service period	50% of the granted partnership interests released from the day after the expiration of the second service period, 50% restricted
The fourth service period	12 months since the expiration of the third service period	75% of the granted partnership interests released from the day after the expiration of the third service period, 25% restricted
The fifth service period	12 months since the expiration of the fourth service period	100% of the granted partnership interests released from the day after the expiration of the fourth service period

(2) Hainan Hualing

Stage	Lock-up Period Arrangement	Release Arrangement
The first service period	12/24 months from the date of grant <sup>4</sup>	100% of the granted partnership interests restricted
The second service period	12 months since the expiration of the first service period	25% of the granted partnership interests released from the day after the expiration of the first service period, 75% restricted
The third service period	12 months since the expiration of the second service period	50% of the granted partnership interests released from the day after the expiration of the second service period, 50% restricted
The fourth service period	12 months since the expiration of the third service period	75% of the granted partnership interests released from the day after the expiration of the third service period, 25% restricted
The fifth service period	12 months since the expiration of the fourth service period	100% of the granted partnership interests released from the day after the expiration of the fourth service period

As to the specific timing of the release arrangement of each Participant, the Incentive Awards granted before the implementation of the Adjustment Proposal, shall be conducted according to the exercise waiting period arrangement under the Original Incentive Award Grant Agreements within the scope of the release arrangement stipulated in the Adjustment Proposal; release arrangements of the Restricted Partnership Interests

<sup>4</sup> Please refer to note 3 above.

granted before the implementation of the Adjustment Proposal shall be subject to the relevant Original Incentive Award Grant Agreements previously entered into by the Participants with the Company and/or the Employee Incentive Platforms.

If a Participant resigns during the corresponding service period of the above release arrangement, the Restricted Partnership Interests subject to lock up may be repurchased/purchased by the Employee Incentive Platform Executors or by a person approved by the Board at the purchase price already paid by the Participants during such corresponding service period, while granted partnership interests that have been released will not be disposed of, except as otherwise agreed in Employee Incentive Plans or the relevant incentive award grant agreement(s).

The lock-up period of the partnership interests held by the Participants upon the listing of the Company shall be determined according to the provisions of the Company Law of the People's Republic of China, the listing rules of the listing place and the requirements of the securities regulatory authorities.

**5. Rights and Obligations of the Participants after being granted the Restricted Partnership Interests**

(1) Disposal of partnership interests after resignation

For the Restricted Partnership Interests that have not been released, and the purchase price of which have been paid when the Participants resigns, the Employee Incentive Platform Executors of the Employee Incentive Platforms shall decide on whether such partnership interests shall be repurchased/purchased by the Employee Incentive Platform Executors or any person approved by the Board and the respective repurchase/purchase price. The repurchase/purchase price shall be the purchase price paid by the Participants.

For the Restricted Partnership Interests that have been released, and the purchase price of which have been paid when the Participants resigns, if the Participants voluntarily resigns from Jenscare Scientific Member Entities for personal reasons and commits no Misconduct during his/her office, or terminates the employment contract by consensus with the Jenscare Scientific Member Entities, such Restricted Partnership Interests that have been released held by such Participants shall not be repurchased.

(2) Other situations of forced repurchase/purchase of partnership interests/forced withdrawal

In the event of any Misconduct by the Participants, regardless of their resignation, service or retirement, prior to the release of all the granted Incentive Shares, the unlocked Restricted Partnership Interests shall be repurchased/purchased by the designated person or entity in accordance with the preceding provision as determined by the Board of the Company. If the Misconduct results in direct financial loss to Jenscare Scientific Member

Entities and/or Employee Incentive Platforms, the amount of compensation payable by the Participants (the amount of compensation for such loss subject to the direct and indirect loss actually caused by the Participants to Jenscare Scientific Member Entities and/or the Employee Incentive Platforms) shall be deducted accordingly when calculating the purchase price.

- (3) Other rights and obligations of the Participants after being granted the Restricted Partnership Interests shall be conducted according to the Original Employee Incentive Plans.

**6. Other Matters**

- (1) Except for the modification and integration of the Original Employee Incentive Plan preferred in the Proposed Adjustments, the remaining provisions in the Original Employee Incentive Plans remain unchanged and continue to be in force. In the event of of any discrepancy between the Original Incentive Award Grant Agreement(s) and the Original Employee Incentive Plans, the Original Incentive Award Grant Agreement(s) shall prevail. In the event of of any discrepancy between the Proposed Adjustments and the Original Employee Incentive Plans, the provisions of the Adjustment Proposal shall prevail.
- (2) Any matters not covered by the Employee Incentive Plans shall be stipulated in the Employee Incentive Platforms partnership agreements and relevant incentive agreements.
- (3) The Board of the Company may modify the release arrangement and disposal restrictions of the Employee Incentive Plans in appropriate manner according to the listing rules of where the Company's shares are listed and the requirements of the relevant securities regulatory authorities. The Company reserves the right to interpret the Adjustment Proposal.
- (4) The Proposed Adjustments is subject to consideration and approval by the Board and the general meeting of shareholders of the Company.

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## NOTICE OF THE THIRD EGM

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### Jenscare Scientific Co., Ltd.

### 寧波健世科技股份有限公司

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock code: 9877)**

#### NOTICE OF THE THIRD EGM

**NOTICE IS HEREBY GIVEN** that the Third EGM of the Company will be held at 2:00 p.m. on Friday, December 23, 2022 at Meeting Room, 3/F, Block 5, B Area, No. 777 Binhai 4th Road, Hangzhou Bay New Area, Ningbo, Zhejiang Province, PRC for the purposes of considering, and if thought fit, approving the following resolutions. Unless otherwise stated, the capitalized terms used herein shall have the same meanings as defined in the circular of the Company dated December 7, 2022 (the “**Circular**”), for which this notice convening the Third EGM shall form part of.

#### SPECIAL RESOLUTION

1. To consider and approve the proposed amendments to the articles of association of the Company.

#### ORDINARY RESOLUTIONS

2. To consider and approve the proposed adjustments to the employee incentive plans of the Company.
3. To consider and approve the authorization to the board to of directors of the Company as delegatee to handle matters related to the employee incentive plans of the Company.

By Order of the Board  
**Jenscare Scientific Co., Ltd.**  
**LV Shiwen**  
*Chairman and Executive Director*

December 7, 2022  
Hong Kong

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## NOTICE OF THE THIRD EGM

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*Notes:*

1. The register of members of the Company will be closed for the following period:

The holders of the Company's H shares are reminded that pursuant to the Articles of Association and for determining the right of shareholders to attend and vote at the EGM, the register of members of H shares of the Company will be closed from Wednesday, November 23, 2022 to Friday, December 23, 2022 (both days inclusive), during which period, no transfer of shares will be registered. In order to be qualified for attending and voting at the Third EGM, all the share transfer documents should be lodged for registration with Computershare Hong Kong Investor Services Limited, the Company's H share registrar and transfer office in Hong Kong, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, November 22, 2022.

2. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his/her/its behalf. A proxy needs not be a shareholder of the Company. Where a shareholder of the Company appoints more than one proxy, his/her/its proxies can only vote in a poll.
3. To be valid, the proxy form enclosed with this circular ("**Proxy Form**") shall be used by shareholders of the Company wishing to appoint a proxy and, if such Proxy Form is signed by a person authorized by a shareholder pursuant to a power of attorney or other authority, a notarized copy of that power of attorney or other authority must be delivered together with the Proxy Form to (i) the Company's headquarters in the PRC at Block 5, B Area, No. 777 Binhai 4th Road, Hangzhou Bay New Area, Ningbo, Zhejiang Province, PRC (for holders of Unlisted Shares); or (ii) the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time designated for the commencement of the EGM or any adjournment thereof. The Proxy Form can also be downloaded from the Company's website at [www.jenscare.com](http://www.jenscare.com) or the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk).
4. A shareholder or his/her/its proxy shall produce proof of identity when attending the Third EGM. If a corporate shareholder appoints its representative to attend the meeting, such representative shall produce proof of identity and a copy of the resolution of the board of directors or governing body of such shareholder.
5. In accordance with the articles of association of the Company, where there are joint registered shareholders, only the first named shareholder in the register of members is entitled to receive this notice, attend the EGM and exercise voting rights.
6. The Third EGM is expected to last for about half a day. Shareholders of the Company or their proxies attending the Third EGM shall be responsible for their own transportation, food and lodging.

*As at the date of this notice, the executive directors of the Company are Mr. LV Shiwen and Mr. PAN Fei; the non-executive directors are Mr. TAN Ching, Mr. ZHENG Jiaqi, Ms. XIE Youpei and Mr. CHEN Xinxing; and the independent non-executive directors are Dr. LIN Shoukang, Ms. DU Jiliu and Dr. MEI Lehe.*